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(incorporated and registered in England and Wales under the Companies Act 2006, registered number 07098618)

NOTICE OF ANNUAL GENERAL MEETING 2022 OF OCADO GROUP PLC

10 am on 4 May 2022 at Numis Securities Limited, 45 Gresham Street,
London, EC2V 7BF

Dear Shareholder,

I am pleased to invite you to this year's Annual General Meeting ("AGM") to be held at the offices of Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF, at 10 am on 4 May 2022. The formal notice convening the AGM can be found on pages 4 to 6 of this document.

Ongoing Covid-19 pandemic

In light of public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of our shareholders and directors, we are proposing to hold our AGM as a combined physical and electronic meeting.

This means that attendance in person is likely to be restricted in terms of numbers and shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Please do not attend in person if you have symptoms of or have tested positive for Covid-19. Shareholders will be able to attend the meeting via the online meeting platform, which you can access by logging on to <https://web.lumiagm.com/193-440-436>. On this website, you can also ask questions and submit your votes during the meeting. A step-by-step guide on how to join the meeting electronically and ask questions and submit your votes can be found on page 26 of this document.

The Company will continue to monitor public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website, www.ocadogroup.com, and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

Shareholder engagement

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us. If you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company Secretary at AGM.Questions@ocadogroup.com. We will endeavour to respond to all such questions asked by email. Alternatively, you can ask questions during the course of the meeting via the online meeting platform. Answers to common questions submitted in advance by email and a transcript of all questions asked and answers given during the course of the meeting will be published on the Company's website, www.ocadogroup.com, following the conclusion of the meeting.

Voting

Your vote is important to us. Your vote counts and all shareholders are encouraged to vote either in advance or on the day. You can:

- Submit your proxy vote electronically at www.ocadoshares.com, or by using the services offered by Euroclear UK & International Limited for members of CREST;
- Complete and return a form of proxy or form of instruction; or
- Join the AGM online and vote electronically during the meeting via the online meeting platform.

As explained above, shareholders are encouraged not to attend the AGM in person. **Accordingly, those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy.** This will ensure that your vote will be counted.

To be valid, your form of proxy or form of instruction should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's Registrar, Link Group:

- **by no later than 10 am on 28 April 2022 in the case of members of the Ocado Share Account returning a form of instruction; and**
- **by no later than 10 am on 29 April 2022 in the case of all other shareholders returning a form of proxy.**

The form of proxy and form of instruction may be submitted electronically at www.ocadoshares.com or can be delivered by post or by hand to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Further instructions relating to how you are able to vote are set out in the notes to this Notice.

If you hold shares through the Ocado Share Account, you can instruct Link Market Services Trustees (Nominees) Limited how you want the votes in respect of your shares to be exercised at the AGM, either:

- electronically via www.ocadoshares.com; or
- by filling out a form of instruction and returning it by post or (during normal business hours only) by hand to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL,

in either case by no later than 10 am on 28 April 2022 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM). If you would prefer to attend, speak and vote at the AGM via the online meeting platform, or appoint someone else to attend the AGM and vote on your behalf via the online meeting platform, you must confirm this to Link Group using the details provided at www.ocadoshares.com or on the form of instruction by no later than 10 am on 28 April 2022 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM).

After 10 am on 28 April 2022 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM) you will no longer be able to:

- **instruct Link Market Services Trustees (Nominees) Limited how you want the votes in respect of your shares to be voted;**
- **register to attend the AGM via the online meeting platform; or**
- **change your instructions either as to how you want the votes in respect of your shares to be voted or in order to attend the AGM via the online meeting platform.**

If you hold shares through an employee share plan on the Shareworks platform, you should refer to their AGM notification for details of how to vote.

As shareholders are encouraged not to attend the AGM in person, all Resolutions will be decided on a poll to be called by the Chair of the meeting rather than a show of hands. This is a more transparent method of voting as member votes are counted according to the number of shares held and ensures that shareholders who have appointed the Chair of the meeting as their proxy have their votes fully taken into account. The results will be published on the Company's website, www.ocadogroup.com, and will be released to the London Stock Exchange as soon as practicable following the closing of the AGM.

The Board

The Articles of Association of the Company require each Director to retire from office at every annual general meeting of the Company and each Director has agreed to submit themselves for appointment or reappointment by shareholders.

Since the last annual general meeting there have been several changes to the composition of the Board. Lord Rose retired from the Board after the last annual general meeting on 13 May 2021 and I became Chair. Nadia Shouraboura joined the Board on 1 September 2021.

Biographical details of each of the Directors (as at the date of the Company's Annual Report and Accounts for the 52 weeks ended 28 November 2021 (the "2021 Annual Report and Accounts")) are given on pages 102 to 105 of the 2021 Annual Report and Accounts.

Having considered the performance of and contribution made by each of the Directors at the relevant time, the Board and I remain satisfied that the performance of each Director continues to be effective and that each Director can demonstrate commitment to the role and as such we recommend the appointment or reappointment of each Director standing for appointment or reappointment. More information on the Board and the director evaluation process is given on pages 124 and 125 of the 2021 Annual Report and Accounts.

Explanatory Notes

Explanatory notes on the business to be considered at the AGM appear on pages 7 to 9 of this document.

Directors' Recommendation

The Directors consider that each Resolution to be proposed at the AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully,

Rick Haythornthwaite

Chair

Ocado Group plc

11 February 2022

NOTICE OF MEETING

Notice is hereby given that the 2022 AGM of Ocado Group plc (the "Company") will be held at the offices of Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF, at 10 am on 4 May 2022. You will be asked to consider and, if thought fit, to pass the Resolutions below. Resolutions 23 to 27 (inclusive) will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following as ordinary resolutions:

Report and Accounts

1. To receive the Company's 2021 Annual Report and Accounts (which includes the reports of the directors and auditor).

Remuneration Policy and Report

2. To approve the Directors' Remuneration Policy in the form set out on pages 177 to 200 in the Directors' Remuneration Report in the Company's 2021 Annual Report and Accounts.
3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy referred to in Resolution 2 above) in the form set out on pages 146 to 200 in the Company's 2021 Annual Report and Accounts.

Directors

4. To re-appoint Rick Haythornthwaite as a director of the Company.
5. To re-appoint Tim Steiner as a director of the Company.
6. To re-appoint Stephen Daintith as a director of the Company.
7. To re-appoint Neill Abrams as a director of the Company.
8. To re-appoint Mark Richardson as a director of the Company.
9. To re-appoint Luke Jensen as a director of the Company.
10. To re-appoint Jörn Rausing as a director of the Company.
11. To re-appoint Andrew Harrison as a director of the Company.
12. To re-appoint Emma Lloyd as a director of the Company.
13. To re-appoint Julie Southern as a director of the Company.
14. To re-appoint John Martin as a director of the Company.
15. To re-appoint Michael Sherman as a director of the Company.
16. To appoint Nadia Shouraboura as a director of the Company.

External Auditor

17. To re-appoint Deloitte LLP as auditor of the Company.
18. To authorise the directors to determine the remuneration of the auditor.

Political donations

19. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised, in aggregate, to:

- (A) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (B) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (C) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period commencing on the date of the passing of this Resolution and finishing at the end of next year's annual general meeting (or if earlier, the close of business on 4 August 2023).

Amendments to the Ocado Group plc 2019 Value Creation Plan (the "VCP")

20. (A) That the amendments to the rules of the Ocado Group plc 2019 Value Creation Plan (the "VCP") summarised in Appendix 2 to this Notice, be approved (the updated VCP rules having been produced to this meeting and for the purposes of identification initialled by the Chair); and
- (B) The Board be authorised to do all such acts and things it considers necessary or desirable to bring the amended VCP rules into effect.

Authority to allot shares (up to a maximum of one-third of the Company's issued share capital)

21. The Board be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £5,010,663 (such amount to be reduced by any allotments or grants made under Resolution 22, if passed, in excess of such sum) and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authority shall apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 4 August 2023) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Authority to allot shares in connection with a rights issue only

22. The Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £10,021,326 (such amount to be reduced by any allotments or grants made under Resolution 21, if passed) in connection with an offer by way of a rights issue to:

- (A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (B) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authority shall apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 4 August 2023) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following as special resolutions:

General authority to disapply pre-emption rights

23. That, if Resolution 21 and/or Resolution 22 is/are passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 21 and/or Resolution 22 (as applicable) and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 22, if Resolution 22 is passed, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under Resolution 21 (if Resolution 21 is passed) and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph A above) up to a nominal amount of £751,599,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 4 August 2023) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the power ends and the Board may allot equity securities (or sell treasury shares) under any such offer or agreement as if the power had not ended.

Additional authority to disapply pre-emption rights

24. That, if Resolution 21 is passed, the Board be given power, in addition to any power granted under Resolution 23(B), to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 21 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £751,599; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 4 August 2023) but, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Authority to purchase own shares

25. The Company be authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 2 pence each, such authority to be limited:

(A) to a maximum number of 75,159,946 ordinary shares;

(B) by the condition that the minimum price which may be paid for an ordinary share is 2 pence and the maximum price which may be paid for an ordinary share is the highest of:

- i. an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,

in each case, exclusive of expenses,

such authority to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 4 August 2023) but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

Adoption of New Articles of Association

26. That with effect from the end of the AGM, the articles of association produced to the meeting and signed by the Chair for the purpose of identification, are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Notice of general meetings

27. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Neill Abrams

Company Secretary and Group General Counsel
11 February 2022

Buildings One & Two, Trident Place,
Mosquito Way,
Hatfield,
Hertfordshire,
United Kingdom,
AL10 9UL

Registered in England and Wales number 07098618

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolution 1 — To receive the Report and Accounts

The Board asks that shareholders receive the Company's 2021 Annual Report and Accounts together with the reports of the directors and auditor (the "2021 Annual Report and Accounts").

Resolution 2 — Approval of the Directors' Remuneration Policy

The 2022 Directors' Remuneration Policy is set out in full on pages 177 to 200 of the 2021 Annual Report and Accounts. In a letter from the Chair of the Remuneration Committee, set out in Appendix 1 to this Notice, the background and rationale for the 2022 Directors' Remuneration Policy is explained in more detail.

As noted in the 2022 Directors' Remuneration Policy on page 177 of the 2021 Annual Report and Accounts, the 2022 Directors' Remuneration Policy will commence on 4 May 2022 subject to the shareholder vote. Payments will continue to be made to directors and former directors in line with existing arrangements until this date. Once 2022 the Directors' Remuneration Policy comes into force, all payments by the Company to its directors and any former directors must be made in accordance with the Policy.

If the 2022 Directors' Remuneration Policy is approved and remains unchanged, it will be valid for three years without further shareholder approval. If the Company wishes to change the 2022 Directors' Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy. The directors expect that the Company will next propose a resolution to approve a new Directors' Remuneration Policy at the annual general meeting to be held in approximately May 2025.

If the 2022 Directors' Remuneration Policy is not approved, the Company will, if and to the extent permitted by the Companies Act 2006 (the "Act"), continue to make payments to directors in accordance with existing arrangements and will seek shareholder approval for a revised policy as soon as is practicable.

Resolution 3 — Approval of the Directors' Remuneration Report

The Directors' Remuneration Report is set out in full on pages 146 to 200 of the 2021 Annual Report and Accounts. Resolution 3 is an ordinary resolution to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy). The Resolution is an advisory resolution and accordingly entitlement of a director to remuneration is not made conditional on the Resolution being passed.

Resolutions 4 to 16 — Appointment and re-appointment of directors

The articles of association of the Company require each director to retire from office at every annual general meeting of the Company and each director has agreed to submit themselves for appointment or re-appointment by shareholders. Resolutions 4 to 15 relate to the re-appointment of directors who have served for the entire period since the last AGM. Resolution 16 relates to the appointment of Nadia Shouraboura who joined the Board with effect from 1 September 2021.

Having considered the performance of and contribution made by each of the directors at the relevant time, the Board remains satisfied that the performance of each director continues to be effective and that each director continues to demonstrate commitment to the role and as such recommends their appointment or re-appointment.

Biographical details of all the directors (as at the date of the 2021 Annual Report and Accounts) are set out on pages 102 to 105 of the 2021 Annual Report and Accounts and appear on the Company's website, www.ocadogroup.com. More information on the Board and director evaluation process is given on pages 124 and 125 of the 2021 Annual Report and Accounts.

Resolutions 17 and 18 — External Auditor's re-appointment and remuneration

On the recommendation of the Audit Committee, the Board is recommending to shareholders the re-appointment of Deloitte LLP as the Company's auditor. Accordingly, Resolution 17 proposes that Deloitte LLP be re-appointed as auditor of the Company.

Resolution 18 proposes that the directors be authorised to determine the level of the auditor's remuneration.

Resolution 19 — Authority to make political donations

Part 14 of the Act restricts companies from making political donations to: (i) political parties; (ii) other political organisations; and (iii) independent election candidates and from incurring political expenditure without shareholders' consent. The Company does not make and does not intend to make donations to political parties, political organisations or independent election candidates, nor does it incur any political expenditure. However, as the definitions used in the Act are broad, it is possible that normal business activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform, which might not be thought to be political expenditure in the usual sense, could be caught. Shareholder approval is being sought in this Resolution on a precautionary basis only to allow the Company and any company, which at any time during the period for which this Resolution has effect, is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and Government interests, without running the risk of being in breach of the Act.

The Board is therefore seeking authority to make political donations to political parties and/or independent election candidates not exceeding £50,000 in total, to make political donations to political organisations other than political parties not exceeding £50,000 in total and to incur political expenditure not exceeding £50,000 in total. In line with the guidance issued originally by the Association of British Insurers ("ABI") and for which the Investment Association ("IA") has assumed responsibility, it is proposed that this Resolution will be put to shareholders annually. Therefore, the authority will expire at the earlier of 4 August 2023 and the conclusion of the annual general meeting of the Company held in 2023.

Resolution 20 — Amendments to the Ocado Group plc 2019 Value Creation Plan (the “VCP”)

Resolution 20 seeks approval for amendments to the VCP, which was approved by shareholders in 2019. A summary of the proposed amendments is set out in Appendix 2 to this Notice of AGM.

A copy of the amended VCP rules (highlighting the proposed changes) will be available to view on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The amended VCP rules (and a version highlighting the proposed changes) will also be on display at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 21 — Authority to allot shares (up to a maximum of one-third of the Company's issued share capital)

This Resolution would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £5,010,663 (representing 250,533,150 ordinary shares of 2 pence each), as reduced by the nominal amount of any shares issued under Resolution 22, if that resolution is passed, in excess of £5,010,663. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 28 January 2022, the latest practicable date prior to publication of this Notice.

The authority sought under this Resolution will expire at the earlier of 4 August 2023 and the conclusion of the annual general meeting of the Company held in 2023.

The directors have no present intention to exercise the authority sought under this Resolution, except that they intend to satisfy options and awards under the Company's option and incentive schemes and one-off incentive arrangements. The Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources.

As at the date of this Notice, no ordinary shares are held by the Company in treasury and so the references to the Company's share capital above do not include any treasury shares.

Resolution 22 — Authority to allot shares in connection with a rights issue only (up to a maximum of two-thirds of the Company's issued share capital, but subject to any allotments or grants under Resolution 21)

In line with guidance issued by the IA (“IA Guidance”) (formerly, guidance issued by the ABI), this Resolution would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £10,021,326 (representing 501,066,300 ordinary shares), as reduced by the nominal amount of any shares issued under Resolution 21, if that resolution is passed. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 28 January 2022, the latest practicable date prior to publication of this Notice.

The authority sought under this Resolution will expire at the earlier of 4 August 2023 and the conclusion of the

annual general meeting of the Company held in 2023.

The directors have no present intention to exercise the authority sought under this Resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the Company's capital resources. However, if they do exercise the authority, the directors intend to follow the IA Guidance recommendations concerning its use.

As at the date of this Notice, no ordinary shares are held by the Company in treasury and so the references to the Company's share capital above do not include any treasury shares.

Resolutions 23 and 24 — Disapplication of pre-emption rights

Resolutions 23 and 24 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour. They would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The authority set out in Resolution 23 would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £751,599 (representing 37,579,950 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 January 2022, the latest practicable date prior to publication of this Notice.

Resolution 24 authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in addition to the authority set out in Resolution 23, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 24 is limited to an aggregate nominal amount of £751,599 (representing 37,579,950 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 January 2022, the latest practicable date prior to publication of this Notice.

Resolutions 23 and 24 have been separated in accordance with the guidance issued by the Pre-Emption Group.

In respect of the authority under Resolution 24(B), the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities allowing the issuance of ordinary shares on a non-pre-emptive basis for cash (except in connection with an acquisition

or specified capital investment) within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders. Adherence to the guidance would not preclude issuances under the authority sought under Resolution 24.

The authority will expire at the earlier of 4 August 2023 and the conclusion of the annual general meeting of the Company held in 2023.

Resolution 25 — Authorisation for the Company to purchase its own shares

This Resolution will be proposed as a special resolution and authority is sought for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares). The Company purchased no ordinary shares in the period from 13 May 2021 to the date of this Notice under the existing authority.

The directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has no ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is 2 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

The total number of options and awards over ordinary shares that were outstanding as at 28 January 2022 was 9,940,912, representing 1.32% of the issued share capital of the Company (excluding treasury shares). If the existing authority given on 13 May 2021 and the authority now being sought by Resolution 25 were to be fully used, these would represent 1.65% of the Company's ordinary issued share capital (excluding treasury shares) at that date.

The authority will expire at the earlier of 4 August 2023 and the conclusion of the annual general meeting of the Company held in 2023.

Resolution 26 — The Board proposes that the Company adopt new articles of association ("New Articles"), the principal changes of which are set out at (A) to (F) below:

The existing articles of association were adopted on 6 May 2020 and the New Articles are proposed with a view to updating the articles of association and to reflect the growth and change in the Company's business as well as its response to the Covid-19 pandemic.

The changes include (but are not limited to):

- (A) Amending the language of the articles to be more gender neutral and succinct, for example "his" or "her" being amended to "their";
- (B) Amending the language of the articles to better cater for hybrid meetings given the learnings of the past 24 months or so and to give further flexibility around the use of electronic communications, for example "document" being changed to "document or communication in any electronic form";
- (C) Removing the limit on the maximum number of directors that can be appointed to the Board, in order to provide the Board with greater flexibility during periods of Board transition;
- (D) Clarifying that any director first appointed by the Board after the notice for an annual general meeting has been published does not need to retire from office at that annual general meeting. Any such director will put themselves up for re-election, along with all other directors, at each subsequent annual general meeting;
- (E) Increasing the aggregate fee cap for directors' fees from £1,000,000 to £3,000,000, reflecting both general inflation in the period since the Company's IPO in 2010 (when this cap was last set) and the growth of the Company in that period in many senses, including from being a FTSE 350 to a FTSE 100 company; and
- (F) Enabling the Board to pass written resolutions by a majority of eligible directors rather than unanimously, in order to provide additional administrative flexibility including facilitating remote and virtual decision-making by the Board.

A copy of the New Articles (highlighting the proposed changes) will be available to view on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The New Articles (and a version highlighting the proposed changes) will also be on display at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 27 — Notice of general meetings

The notice period required by the Act for general meetings (other than an annual general meeting) is 21 clear days unless the Company:

- has gained shareholder approval for the holding of general meetings on not less than 14 clear days' notice by passing a special resolution at the most recent annual general meeting; and
- offers the facility for all shareholders to vote by electronic means.

This Resolution seeks a renewal of such approval to hold a general meeting other than an annual general meeting on not less than 14 clear days' notice and will be proposed as a special resolution. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Should this Resolution be approved it will be valid until the end of the next annual general meeting.

NOTES TO THE NOTICE OF MEETING

1. In light of public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of the Company's shareholders and directors, the AGM will be held as a combined physical and electronic meeting. This means that shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Shareholders should not attend in person if they have symptoms of or have tested positive for Covid-19. Shareholders will be able to attend the meeting via the online meeting platform. (A step-by-step guide on how to access the online meeting platform can be found on page 26 of this document.) Accordingly, the Company strongly encourages all shareholders to submit a proxy vote in advance of the meeting, appointing the Chair of the meeting as their proxy rather than a named person. These notes to the notice of meeting should be read in this context.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. As explained in paragraph 1 above, shareholders are encouraged not to attend the AGM in person. **Accordingly, those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy.** This will ensure that your vote will be counted. Members of the Ocado Share Account should refer to the procedure for submitting instructions referred to in paragraph 14 below. Individuals with shares held on the Shareworks platform should refer to their AGM notification for details of how to vote. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice (if you received this Notice in the post) or is available to download from www.ocadogroup.com. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Link Group:
 - by post at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
 - by telephone on 0345 608 1476. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9 am to 5.30 pm, Monday to Friday, excluding public holidays in England and Wales; or
 - electronically via www.ocadoshares.com.
3. To be valid any proxy form must be submitted:
 - by post or (during normal business hours only) by hand to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
 - electronically via www.ocadoshares.com (you will be asked to enter your Investor Code shown on your share certificate and agree to certain terms and conditions); or
 - in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 9 to 12 below,by no later than 10 am on 29 April 2022 (or, in the event of any adjournment on the date which is 48 hours before the time of the adjourned AGM).
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraphs 9 to 12 below) will not prevent a member attending the AGM and voting via the online meeting platform if they wish to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Link Group (ID RA10), by 10 am on 29 April 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp

applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Proximity Voting – If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrars. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10 am on 29 April 2022. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
14. If you hold shares through the Ocado Share Account, you can instruct Link Market Services Trustees (Nominees) Limited how you want the votes in respect of your shares to be exercised at the AGM, either:
 - electronically via www.ocadoshares.com; or
 - by filling out a form of instruction and returning it by post or (during normal business hours only) by hand to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, in either case by no later than 10 am on 28 April 2022 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM). If you would prefer to attend, speak and vote at the AGM via the online meeting platform, or appoint someone else to attend the AGM and vote on your behalf via the online meeting platform, you must confirm this to Link Group using the details provided at www.ocadoshares.com or on the form of instruction by no later than 10 am on 28 April 2022 (or, in the event of any adjournment,
- on the date which is 72 hours before the time of the adjourned AGM). After 10 am on 28 April 2022 (or, in the event of any adjournment, on the date which is 72 hours before the time of the adjourned AGM) you will no longer be able to:
 - instruct Link Market Services Trustees (Nominees) Limited how you want the votes in respect of your shares to be voted;
 - register to attend the AGM via the online meeting platform; or
 - change your instructions either as to how you want the votes in respect of your shares to be voted or in order to attend the AGM via the online meeting platform.
15. Individuals with shares held on the Shareworks platform should refer to their AGM notification for details of how to vote.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that such corporation does not do so in relation to the same shares.
17. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
18. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 7 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
19. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on 29 April 2022 (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned AGM). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

20. As at 28 January 2022, (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 751,599,463 issued ordinary shares of 2p each admitted to trading. The Company does not hold any ordinary shares in treasury. Each ordinary share carries the right to one vote in relation to all circumstances at general meetings of the Company. Accordingly, the total voting rights of the Company as at 28 January 2022 are 751,599,463. Of these issued ordinary shares:
- a) 564,988 ordinary shares are held by Wealth Nominees Limited and 9,889,160 ordinary shares are held by Numis Nominees (Client) Limited, both on behalf of Ocorian Limited, the independent company which is the trustee of Ocado's Employee Benefit Trust (the "EBT Trustee"). The EBT Trustee has waived its right to exercise its voting rights and to receive dividends in respect of 9,889,160 ordinary shares, although it may vote in respect of 564,988 ordinary shares which have vested under the joint share ownership scheme and remain in the trust as at 28 January 2022, at the request of a participant; and
 - b) 1,482,650 ordinary shares are held Solium Trustee (UK) Limited, the trustee for the Company's SIP, who must vote, at the request of a participant, in respect of ordinary shares held by the trustee on behalf of that participant.
21. Copies of the service contracts and letters of appointment of the directors of the Company will be available at the place of the AGM and on the Company's website at www.ocadogroup.com for at least 15 minutes prior to the AGM and during the AGM.
22. Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may be properly moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 22 March 2022, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
23. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
24. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
25. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- calling: 0345 608 1476. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9 am to 5.30 pm, Monday to Friday excluding public holidays in England and Wales;
 - writing to: 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
 - emailing: ocado@linkgroup.co.uk.
- You may not use any electronic address provided either in this Notice or any related documents (including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
26. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.ocadogroup.com.

APPENDIX 1

Letter from the Chair of the Remuneration Committee regarding the Directors' Remuneration Policy

Dear Shareholder,

Introduction

I am writing to you in my capacity as Chair of the Remuneration Committee of the Company ("the Committee"). In this letter and the attached schedules I have set out the background, a summary of the terms and conditions and the rationale behind the proposed changes to our Value Creation Plan ("VCP").

The current Directors' Remuneration Policy was approved by shareholders at the 2019 annual general meeting under which there are two variable remuneration plans: the Annual Incentive Plan and the VCP. The Company is seeking to extend the term of the VCP for an additional three years as well as increase the size of the "pool" from 2.75% to 3.25% of the value created above the TSR hurdle from 2022 onwards, with the additional 0.50% reserved for a wider group of leaders and potential new recruits. There are no proposed changes to the Annual Incentive Plan or other parts of the Directors' Remuneration Policy other than to bring them further in line with corporate governance best practice.

The full Directors' Remuneration Policy (the "2022 Policy") can be found in the 2021 Annual Report and Accounts on pages 177 to 200.

History of Ocado and recent remuneration challenges

It has been over two decades since the inception of Ocado Group plc and over this period the business has transformed itself from an online grocery retailer to the UK's biggest listed technology company. Ocado has been at the forefront of embracing the digital world by focusing on how the world is changing, anticipating future shifts in consumer habits and adapting its business model well ahead of such shifts. Through the evolution of the Ocado Retail Limited platform, which is the biggest online only grocery retailer in the world, the birth of our Solutions business and the development of our Ocado Smart Platform, as well as our recent acquisition of robotics companies such as Kindred Systems and Haddington Dynamics, we have been able to cement ourselves as a firm constituent of the FTSE 100.

Ocado's journey has been pioneered by Tim Steiner, who founded the business in 2000, and his highly entrepreneurial Executive team. Neill Abrams (Group General Counsel and Company Secretary) has also been a part of the business since its inception with Mark Richardson (Chief Operating Officer) joining the Company soon after in 2001. More recently, Luke Jensen (CEO, Ocado Solutions) and Stephen Daintith (Chief Financial Officer) joined Ocado in 2017 and 2021 respectively. As Ocado continues to evolve and compete for talent in a highly competitive global market, the Board is aware of the need to continue to retain and motivate Tim and his high performing team, attract the required new talent to deliver the Company's strategy and increase shareholder returns over the next five years.

From the outset Ocado has adopted a variety of non-standard remuneration structures in order to drive growth in the business; these have typically operated alongside traditional "UK plc" annual bonuses and long-term incentive plans ("LTIPs"). In 2010 there was the Joint Share Ownership Scheme, which was followed by the one-off, five-year Growth Incentive Plan ("GIP") in 2014, over the course of which the Executive team delivered share price growth of c.155%. In 2019 shareholders approved the Company's VCP, which will enter its fourth year of operation on 11 March 2022. The VCP was designed to address the structural pitfalls within the GIP, namely its point-to-point measurement which allowed for a very binary outcome, as well as focusing management on generating substantial and sustained total shareholder return over the period. The VCP also mitigated the challenges presented by a traditional three-year LTIP. Setting meaningful and robust long-term targets which were publicly disclosable was difficult for Ocado as new objectives typically arise at very short notice and become commercially more important than the previous targets, therefore business priorities shift quickly, and the strategy evolves at short notice.

To date, the VCP has been an extremely effective tool at retaining and motivating the Executive team to drive long-term sustainable growth in the business. It has also proved useful from a recruitment perspective, facilitating the hiring of certain key individuals elsewhere in the business who were considered crucial in enabling the delivery of Ocado's strategy over the medium to long-term. This has been particularly important as Ocado increasingly competes within a global market for talent, especially against a plethora of technology companies in the US where remuneration packages are, on the whole, more generous. We note, however, that there have been a number of recent examples in which the Company has not been able to recruit specific individuals simply as a result of the remuneration in their existing company and/or local market being much higher. Similarly, the Company has lost business-critical roles to competitors offering substantially more reward than is available under Ocado's remuneration framework.

It is the view of the Board that there remains potential for significant future growth in the business over at least the next 3 to 5 years and therefore, a highly leveraged incentive model is most appropriate to drive this growth and ensure the Executive team is sufficiently incentivised. The Committee is confident that the current VCP design is equipped to drive exceptional, substantial growth over the medium to long-term, however, its current time horizon expires in 2024 and so the Committee wishes to extend this period for an additional three years. In this way, the existing Executive team, a wider group of leaders and any future new recruits have the potential to earn above market payouts but only if they continue to deliver transformational business performance over the next five years.

Our remuneration principles, which are set out below, continue to underpin our Directors' Remuneration Policy. These principles are that our remuneration should:

- Support the long-term success of the business and sustainable long-term shareholder value.
- Be relevant and aligned to the business strategy and achievement of planned business goals.
- Reflect and support the entrepreneurial and high performance culture of the business.
- Be compatible with the Group's risk policies and systems.
- Link above-market payouts only to outstanding results.
- Ensure that performance-related pay constitutes a proportion of the overall package appropriate to each level of the organisation.
- Provide a balance between attracting, retaining and motivating the right calibre of candidates and supporting equal opportunity and diversity of talent.
- Be clear and explainable to appropriate stakeholders.

The above principles are aligned with our overall remuneration philosophy, which aims to set fixed pay (salary, benefits and pension) for Executive Directors towards the lower quartile of the market, and only offer substantial comparative reward, via the VCP, for transformational performance.

In summary, the Committee is committed to ensuring that the Company's incentive arrangements continue to lock-in and incentivise Executives over the next five years to implement the Company's strategic plan and continue to generate sustainable, long-term returns for shareholders. The Committee is also aware of the increased attraction of remuneration in other geographies, such as the US, and other industries, such as Private Equity. Therefore, there is an ongoing need for remuneration at Ocado to be competitive relative to these domains as well as in the UK and international listed space in order to facilitate recruitment and support effective succession management.

How the Committee intends to address these challenges

The Committee is confident that extending the term of the VCP successfully addresses the challenges set out above and will achieve the goal of motivating and retaining the current Executive team (as well as any potential new recruits) during the next phase of Ocado's growth strategy. Other advantages of extending the VCP include:

- The Committee does not need to set long-term targets as the sole performance measure under the VCP and its extension is total shareholder return.
- By continuing to measure performance annually over the eight-year period the Executive team is incentivised to deliver sustained growth during each of these years.
- There is clear and direct alignment between shareholders' and Executives' interests, with the amount received by participants being directly proportional to the return received by shareholders; noting that Executives receive nothing for growth achieved below the hurdle rate of return of 10% CAGR TSR. This means that Executives will not be rewarded for "good" performance; however, there is the potential to earn substantial reward for outstanding performance.
- The ethos of the VCP continues to be simple to understand and communicate both internally and externally. It is clear from Executives' and shareholders' perspectives what the target is, how to measure performance and the overall performance outcome, thereby facilitating total transparency for all stakeholders.
- In the likely event that Ocado's strategy or priorities shift over the next five years, there is no need to change the VCP parameters or adjust outcomes retrospectively to ensure business performance and remuneration outcomes are aligned. The VCP simply measures if the Executive team has successfully delivered on their objectives and whether this has manifested in sustained share price growth.
- The VCP continues to help address the challenge associated with offering a highly entrepreneurial team substantial reward that can compete with that offered internationally.
- The cap on annual vesting (£20m for the CEO and £5m for other Board members), where the excess is rolled forward and eligible to vest in future years, ensures there is a longer period before which Executives receive all the value earned under the VCP and hence ties the future wealth of Executives to the long-term performance of the business.

- Extending the length of the plan helps the Company to address potential challenges associated with new joiners. For example, large spikes in performance can disadvantage those who join the Company immediately following a period of strong growth. By extending the VCP beyond 2024, this gives new joiners a greater period of time over which to execute business strategy, drive further share price growth and hence earn rewards under the VCP.
- Extending the length of the plan also means that existing VCP participants who are invited to participate in the VCP extension will no longer receive 100% of their banked awards at the end of Year 5. Instead, they must wait an additional three years before they receive all of their banked awards, noting that the value of banked awards is linked to the future success of the business and therefore further aligns the interests of VCP participants and shareholders over the long-term.
- Increasing the size of the VCP pool from 2.75% to 3.25% effective from the 2022 AGM provides the Company with the additional headroom it currently needs in order to be able to attract top talent in the market and also allows a wider group of leaders to share in the growth of the Company.

By virtue of the proposed change to the VCP namely being an “extension”, the Committee is not proposing any changes to the core design or mechanics of the VCP, including: the Initial Price of the VCP, the operation of the Threshold TSR hurdle, the process for determining the Measurement TSR on each Measurement Date, the 10% CAGR TSR underpin and the annual caps on vesting.

Summary of the proposed changes to the Directors' Remuneration Policy

The following key changes are proposed for the 2022 Policy:

- Extend the term of the VCP for an additional three years so that the last Measurement Date is in 2027 rather than 2024 (see page 17 for how this impacts the vesting schedule for existing and new participants).
- Increase the size of the VCP pool from 2.75% to 3.25% of the value created above the TSR hurdle, noting that 0.25% of this has been earmarked for distribution amongst a wider group of leaders and the intention is to use the other 0.25% for recruitment purposes. In addition, the maximum allocation that can be granted to any one individual will be increased from 1% to 1.25%, noting that this will not be considered for use for current Executive Directors prior to the last Measurement Date under the initial VCP that takes place in 2024.
- Update the post-cessation shareholding requirement so that Executives are required to hold the lower of their actual shareholding or 100% of their minimum shareholding requirement for 24 months from leaving (in line with the Investment Association's guidelines).
- No other material changes to the current Directors' Remuneration Policy (including the AIP, pension and minimum shareholding requirements).

Shareholder Consultation

In preparing the 2022 Policy, the Company carried out an extensive shareholder consultation exercise with its largest shareholders and representative bodies to seek feedback on the main changes proposed.

The Remuneration Committee was pleased that the significant majority of our largest shareholders understood the rationale for operating a non-standard, highly leveraged long-term incentive plan at Ocado and hence were supportive of our proposals. In particular, shareholders recognised the challenges associated with recruiting internationally and competing for talent with technology companies. In finalising our proposals, all shareholder feedback received was carefully considered, in particular the feedback on the VCP extension. Full details of the consultation and changes made are provided in the Directors' Remuneration Report set out on pages 179 to 181 of the 2021 Annual Report and Accounts.

At the end of the consultation, we understand that the majority of shareholders consulted were supportive of the extended VCP and the 2022 Policy.

The Board believes that the 2022 Policy and the proposed changes to the VCP are in the best interests of shareholders, and recommend that shareholders vote in favour of the Resolutions.

Yours faithfully,

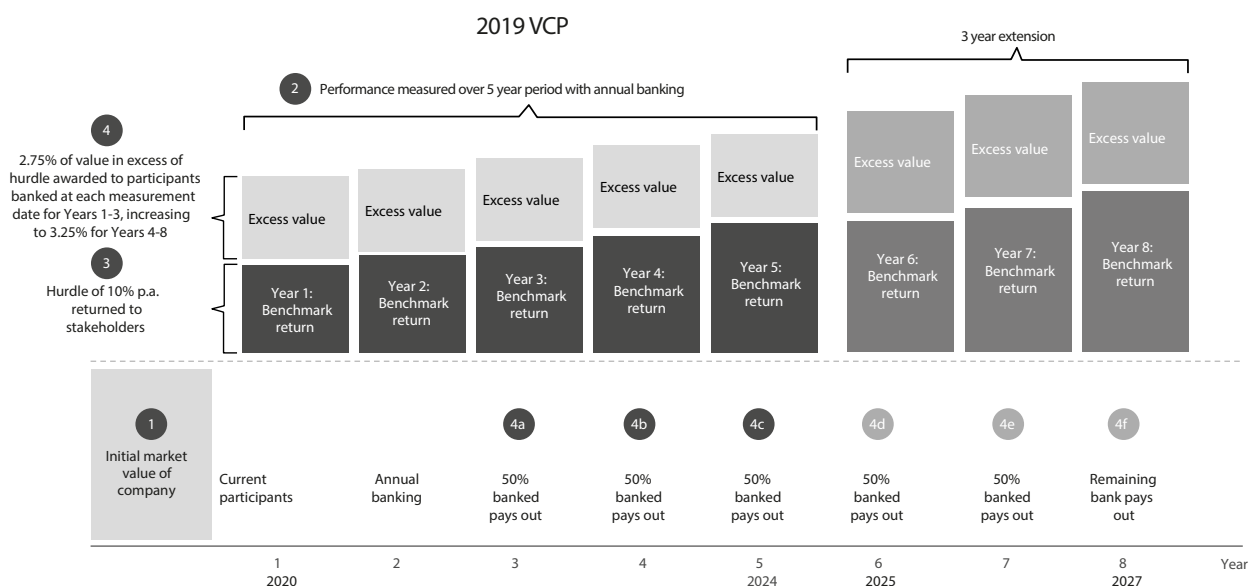
Andrew Harrison

Chair of the Remuneration Committee

Ocado Group plc

Schedule 1 – VCP operation

The following schematic sets out an overview of the proposed VCP, which was designed to meet the above objectives/principles.



The operation of the extension of the VCP largely matches that of the original VCP. The following table summarises the core design features of the extension to the VCP and highlights where this differs from the original VCP.

Design feature	Original VCP	Extended VCP
Form of award	Participants continue to be granted a conditional award giving the potential right to earn nil-cost options based on the absolute total shareholder return generated over the performance period.	
Length of plan	5 years (up to 2024).	8 years i.e. there is a three-year extension up to 2027.
Annual banking	Participants have the opportunity to share in a proportion of the total value created for shareholders above a hurdle ("Threshold Total Shareholder Return") at the end of each Plan Year ("Measurement Date") over the 8-year period (noting that the first two Measurement Dates have already occurred and the third will take place in March 2022).	
Size of VCP pool	2.75% of value created above the Threshold TSR.	3.25% of value created above the Threshold TSR from the May 2022 AGM onwards (i.e. from Year 4 onwards), with 0.25% of this earmarked for a wider group of leaders and the remaining 0.25% for recruitment / succession management purposes.
Individual allocations	The maximum allocation that can be granted to any one individual is 1%. Executive Director allocations: 1% for the CEO and 0.25% for each of the other Executive Directors. The remaining 0.75% was reserved for other/ future participants.	The maximum allocation that can be granted to any one individual is 1.25%. Executive Director allocations: No change to individual allocations for the Board at present (i.e. 1% for the CEO and 0.25% for other Executive Directors). The Committee will, however, review allocations after the 2024 Measurement Date ahead of the three-year extension and make adjustments as necessary.
Initial Price	Tranche 1 - £13.97. This was determined in 2019 and is the average share price over the 30-day period prior to the May 2019 AGM. Tranche 2 - £19.60. This was the price at which equity was raised by the Company on 10 June 2020.	

Design feature	Original VCP	Extended VCP
Measurement TSR	The 30-day average share price following the announcement of the Company's results for the relevant financial year. At each Measurement Date (of which there would be a total of 8 subject to VCP extension approval), participants are granted nil-cost options subject to the extent of which Ocado's Total Shareholder Return ("Measurement Total Shareholder Return") is above the "Threshold Total Shareholder Return".	
Threshold TSR / Hurdle	The Threshold TSR which has to be exceeded before any additional nil-cost options can be earned by participants at the end of each year of the plan will be the higher of: <ul style="list-style-type: none"> • The highest previous Measurement TSR at which the individual banked awards; and • The Initial Price (£13.97 for Tranche 1 and £19.60 for Tranche 2) compounded by 10% p.a. (since May 2019 for Tranche 1 and June 2020 for Tranche 2). 	
Vesting schedule	50% of the cumulative number of earned nil-cost options will vest following the third Measurement Date, 50% of the cumulative balance following the fourth Measurement Date, with 100% of the cumulative number of nil-cost options vesting following the fifth Measurement Date. In any year, vesting is subject to the underpin and caps on vesting (see below).	50% of the cumulative number of earned nil-cost options will vest following the third to seventh (inclusive) Measurement Dates. 100% of the cumulative number of nil-cost options will vest following the eighth Measurement Date. In any year, vesting is subject to the underpin and caps on vesting (see below).
Underpin	A minimum TSR underpin of 10% must be maintained. Where the TSR underpin has not been met in Years 3 or 4, no nil-cost options will vest at this point but they will not lapse either. If in Year 5 the TSR underpin has not been achieved, no nil-cost options will vest at this point and the remaining cumulative balance will lapse.	Where the TSR underpin has not been met in Years 3 to 7 inclusive, no nil-cost options will vest at this point but they will not lapse either. If in Year 8 the TSR underpin has not been achieved, no nil-cost options will vest at this point and the remaining cumulative balance will lapse.
Caps on vesting	Annual cap on vesting of £20m for the CEO and £5m for other Board members. In the event that in any year vesting as described above would exceed the annual cap, excess nil-cost options above the cap will be rolled forward and allowed to vest in subsequent years provided the cap is not exceeded in those years, until the VCP is fully paid out or after 2 years after the eighth Measurement Date when any unvested options will automatically vest. Rolled forward nil-cost options will not be subject to further underpins, performance conditions or service conditions.	

Schedule 2 – Illustrative Modelling of the VCP

Based on the VCP operation set out above, this table illustrates the indicative payouts from the VCP to the CEO based on his 1.00% allocation, taking account of the two measurement dates that have already happened, the issued share capital of the Company at the time of writing, and an example set of future Measurement TSRs. The numbers are illustrative only and based on the following assumptions:

- Measurement Dates take place 30 days after the publication of results.
- Tranche 1: initial price of £13.97 (30-day average share price prior to approval of the plan at the 2019 AGM).
- Tranche 2: initial price of £19.60 (share price at which equity was raised by the Company on 10 June 2020).
- Modelling assumes the actual share prices as at the 1st and 2nd Measurement Dates of £11.23 and £23.28 respectively and takes account of the number of options that were awarded at 2nd Measurement Date under both Tranche 1 and Tranche 2.
- The share price at the time of writing of c.£17.00 remains until the third measurement date in March 2022.
- In subsequent years, the share price increases by 12% p.a. applied from March 2022 until March 2027, the final Measurement Date. Assumes flat share price for years 9 and 10.
- The current and future market capitalisation is based on Ocado's entire Issued Share Capital, at the time of writing, including shares raised in relation to Tranche 2.
- Threshold TSR's are calculated based on the number of years between the start date of each tranche and the assumed Measurement Dates (which are not whole years).

Threshold TSR	Measurement TSR	Value Accrued to CEO
<p>Year 1</p> <p>Tranche 1</p> <p>Initial Price 13.97</p> <p>Threshold TSR = $£13.97 \times (1 + 10\%)^{0.87} = £15.17$</p> <p>Tranche 2</p> <p>N/A</p>	<p>Year 1</p> <p>Measurement Price £11.23</p>	<p><i>Tranche 1</i></p> <p>The Measurement TSR is less than the threshold TSR so no shares were banked in Year 1.</p> <p><i>Tranche 2</i></p> <p>N/A</p>
<p>Year 2:</p> <p>Tranche 1</p> <p>Higher of:</p> <p>1. $£13.97 \times (1 + 10\%)^{1.86} = £16.68$</p> <p>2. £11.23</p> <p>Tranche 2</p> <p>Initial Price 19.60</p> <p>Threshold TSR = $£19.60 \times (1 + 10\%)^{0.75} = £21.06$</p>	<p>Year 2</p> <p>Measurement Price £23.28</p>	<p><i>Tranche 1</i></p> <p>$(£23.28 - £16.68) \times 1.00\% = £0.066$ per share $\times 715.3\text{m}$ (number of shares in issue in Tranche 1) $= £47,184,055$ $= (£47,184,055 / £23.28) = \mathbf{2,027,202}$ share awards banked</p> <p>Year 2 cumulative balance of banked share awards: (0 + 2,027,202) = 2,027,202</p> <p><i>Tranche 2</i></p> <p>$(£23.28 - £21.06) \times 1.00\% = £0.022$ per share $\times 33.53\text{m}$ (number of shares in issue in Tranche 2) $= £742,998$ $= (£742,998 / £23.28) = \mathbf{31,921}$ share awards banked</p> <p>Year 2 cumulative balance of banked share awards: (0 + 31,921) = 31,921</p>
<p>Year 3:</p> <p>Tranche 1</p> <p>Higher of:</p> <p>1. $£13.97 \times (1 + 10\%)^{2.86} = £18.34$</p> <p>2. £23.28</p> <p>Tranche 2</p> <p>Higher of:</p> <p>1. $£19.60 \times (1 + 10\%)^{1.75} = £23.16$</p> <p>2. £23.28</p>	<p>Year 3</p> <p>Measurement Price £17</p>	<p><i>Tranche 1</i></p> <p>The Measurement TSR is less than the threshold TSR so no shares were banked in Year 3. No banked shares vest because the Measurement TSR is below the 10% CAGR underpin of £18.34</p> <p>Year 3 cumulative balance of banked share awards: 2,027,202</p> <p><i>Tranche 2</i></p> <p>The Measurement TSR is less than the threshold TSR so no shares were banked in Year 3. No banked shares vest because the Measurement TSR is below the 10% CAGR underpin of £23.16</p> <p>Year 3 cumulative balance of banked share awards: 31,921</p>
<p>Year 4:</p> <p>Tranche 1</p> <p>Higher of:</p> <p>1. $£13.97 \times (1 + 10\%)^{3.86} = £20.18$</p> <p>2. £23.28</p> <p>Tranche 2</p> <p>Higher of:</p> <p>1. $£19.60 \times (1 + 10\%)^{2.75} = £25.48$</p> <p>2. £23.28</p>	<p>Year 4</p> <p>Measurement Price £19.04</p>	<p><i>Tranche 1</i></p> <p>The Measurement TSR is less than the threshold TSR so no shares were banked in Year 4. No banked shares vest because the Measurement TSR is below the 10% CAGR underpin of £20.18</p> <p>Year 3 cumulative balance of banked share awards: 2,027,202</p> <p><i>Tranche 2</i></p> <p>The Measurement TSR is less than the threshold TSR so no shares were banked in Year 4. No banked shares vest because the Measurement TSR is below the 10% CAGR underpin of £25.48</p> <p>Year 3 cumulative balance of banked share awards: 31,921</p>
<p>Years 5 - 7 continue in the same way i.e. no shares are banked as Measurement TSR is less than the threshold TSR and no shares vest as Measurement TSR is also below the 10% CAGR underpin</p>		

Threshold TSR	Measurement TSR	Value Accrued to CEO
Year 8: Tranche 1 Higher of: 1. $£13.97 \times (1 + 10\%)^{7.86} = £29.56$ 2. £26.75 Tranche 2 Higher of: 1. $£19.60 \times (1 + 10\%)^{5.75} = £37.32$ 2. £26.75	Year 8 Measurement Price £29.96	<p><i>Tranche 1</i> $(£29.96 - £29.56) \times 1.00\% = £0.004$ per share $\times 716.96\text{m}$ (number of shares in issue) $= £2,908,461$ $= (£2,908,461 / £29.96) = \mathbf{97,073 \text{ share awards banked}}$</p> <p>The remainder of the cumulative balance vests because the Measurement TSR is above the 10% CAGR underpin of £29.56: $= (2,027,202 \text{ (balance from Year 7)} + 97,073) = \mathbf{2,124,275 \text{ share awards vest pre cap}}$</p> <p><i>Tranche 2</i> The Measurement TSR is less than the threshold TSR so no shares were banked in Year 8. No banked shares vest because the Measurement TSR is below the 10% CAGR underpin of £37.32. All banked shares under tranche 2 therefore lapse.</p> <p>There is a maximum cap of £20m on the value of awards that can vest in any year. 2,124,275 share awards equates to £63,646,164 which exceeds the £20m cap, therefore 667,526 share awards vest post cap and $(2,124,275 - 667,526) = \mathbf{1,456,749 \text{ share awards are rolled forward}}$</p>
Year 9: No further performance criteria	Year 9 Measurement Price £29.96	<p><i>Tranche 1</i> The balance of rolled forward share awards, being 1,456,749, which have a value of £43,646,179. Rolled forward share awards are not subject to performance conditions or the underpin, but are subject to the £20m cap. Since £43,646,179 is greater than the £20m cap, 667,526 share awards vest and 789,223 are rolled forward.</p> <p><i>Tranche 2</i> There are no shares in the bank to vest.</p>
Year 10: No further performance criteria	Year 10 Measurement Price £29.96	<p><i>Tranche 1</i> The balance of rolled forward share awards, being 789,223, which have a value of £23,646,193. Rolled forward share awards are not subject to performance conditions or the underpin, and as it is the final year of the plan, all 789,223 awards vest.</p> <p><i>Tranche 2</i> There are no shares in the bank to vest.</p>

To illustrate the impact of the proposed VCP extension on potential payouts, the following table shows the benefits of the VCP for various total shareholder returns based on the assumptions set out above and the following:

- No change to current VCP allocations (1% for the CEO and 0.25% for other Executive Directors).
- In subsequent years, the scenario share prices of 12%, 15% and 20% p.a. are applied from March 2022 until March 2027, the final Measurement Date. Assumes flat share price for years 9 and 10.
- The cells highlighted indicate additional value to the CEO as part of the extended VCP which are not part of the current VCP.
- Note that the value vesting in each year is based on the share price at the time that awards vest (rather than when they are banked or paid out).

Scenario 1 – 12% p.a. TSR growth (from March 2022, assumed to be £17)

Year	May-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Total
Tranche 1 – Threshold TSR	£13.97	£15.17	£16.68	£23.28	£23.28	£23.28	£24.43	£26.87	£29.56			–
Tranche 2 – Threshold TSR	–	£19.60 – Initial Price (Jun-20)	£21.06	£23.28	£25.48	£28.03	£30.84	£33.92	£37.32			–
Measurement TSR/ share price (£)	£13.97	£11.23	£23.28	£17.00	£19.04	£21.33	£23.88	£26.75	£29.96	£29.96	£29.96	–
Market cap (£m)	£9,872m	£7,872m	£17,429m	£12,758m	£14,289m	£16,008m	£17,924m	£20,075m	£22,484m	£22,484m	£22,484m	–
Value created since start of scheme (£m)	–	–	£7,557m	£2,886m	£4,417m	£6,135m	£8,052m	£10,203m	£12,612m	£12,612m	£12,612m	–
CEO share - banked in year (£m)	–	–	£47.9m	–	–	–	–	–	£2.9m	–	–	–
CEO share - value vesting in year (£m)				–	–	–	–	–	£20.0m	£20.0m	£23.6m	£63.6m
ED share - value vesting per ED (£m)	–	–	–	–	–	–	–	–	£5.0m	£5.0m	£5.9m	£15.9m

Scenario 2 – 15% p.a. TSR growth (from March 2022, assumed to be £17)

Year	May-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Total
Tranche 1 – Threshold TSR	£13.97	£15.17	£16.68	£23.28	£23.28	£23.28	£24.43	£26.87	£29.73			–
Tranche 2 – Threshold TSR	–	£19.60 – Initial Price (Jun-20)	£21.06	£23.28	£25.48	£28.03	£30.84	£33.92	£37.32			–
Measurement TSR/ share price (£)	£13.97	£11.23	£23.28	£17.00	£19.55	£22.49	£25.85	£29.73	£34.19	£34.19	£34.19	–
Market cap (£m)	£9,872m	£7,872m	£17,429m	£12,758m	£14,672m	£16,878m	£19,404m	£22,314m	£25,661m	£25,661m	£25,661m	–
Value created since start of scheme (£m)	–	–	£7,557m	£2,886m	£4,800m	£7,006m	£9,531m	£12,442m	£15,789m	£15,789m	£15,789m	–
CEO share - banked in year (£m)	–	–	£47.9m	–	–	–	£10.2m	£20.5m	£32.0m	–	–	–
CEO share - value vesting in year (£m)				–	–	£20.0m	£20.0m	£20.0m	£20.0m	£20.0m	£18.6m	£118.6m
ED share - value vesting per ED (£m)	–	–	–	–	–	£5.0m	£5.0m	£5.0m	£5.0m	£5.0m	£4.6m	£29.6m

Scenario 3 – 20% p.a. TSR growth (from March 2022, assumed to be £17)

Year	May-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24	Mar-25	Mar-26	Mar-27	Mar-28	Mar-29	Total
Tranche 1 – Threshold TSR	£13.97 - Initial Price	£15.17	£16.68	£23.28	£23.28	£23.28	£24.49	£29.38	£35.25			–
Tranche 2 – Threshold TSR	–	£19.60 - Initial Price (Jun-20)	£21.06	£23.28	£25.48	£28.03	£30.84	£33.92	£37.32			–
Measurement TSR/share price (£)	£13.97	£11.23	£23.28	£17.00	£20.40	£24.49	£29.38	£35.25	£42.30	£42.30	£42.30	–
Market cap (£m)	£9,872m	£7,872m	£17,429m	£12,758m	£15,310m	£18,379m	£22,046m	£26,456m	£31,747m	£31,747m	£31,747m	–
Value created since start of scheme (£m)	–	–	£7,557m	£2,886m	£5,437m	£8,507m	£12,174m	£16,583m	£21,874m	£21,874m	£21,874m	–
CEO share - banked in year (£m)	–	–	£47.9m	–	–	£8.7m	£35.0m	£42.6m	£52.2m	–	–	–
CEO share - value vesting in year (£m)				–	£20.0m	£17.6m	£20.0m	£20.0m	£20.0m	£20.0m	£91.3m	£208.8m
ED share - value vesting per ED (£m)	–	–	–	–	£5.0m	£4.4m	£5.0m	£5.0m	£5.0m	£5.0m	£22.8m	£52.2m

It should be noted that the any CFO payout would be lower than the “other Executive Directors” as a result of him joining Ocado after the second Measurement Date when shares were banked by the other participants.

APPENDIX 2

Summary of the proposed amendments to the Ocado Group plc Value Creation Plan 2019 (the “Plan” or the “VCP”)

Introduction

The Plan has been designed to incentivise management to deliver exceptional returns for the Company's shareholders. Under the Plan, participants receive a proportion of the returns for shareholders delivered above a threshold rate (of 10% compound growth in Total Shareholder Return (“TSR”) a year currently) in the form of ordinary shares in the Company (“Shares”).

The Plan received shareholder approval in 2019 (“Shareholder Approval”) and was summarised in the Company's 2019 notice of annual general meeting. The Company proposes to make the following amendments to the Plan rules:

Participation rights

The Plan currently incentivises the delivery of exceptional returns to shareholders over a five year period. The Company proposes to extend the Plan for an additional three year period until 2027 (the “Plan Extension”). Under the amended Plan rules, performance will be measured in respect of a performance period (the “Performance Period”) of:

- (A) in respect of the initial rights granted before the Plan Extension (unless (B) applies), the period beginning on Shareholder Approval and ending at the end of the 2024 financial year;
- (B) in respect of rights granted before the Plan Extension where participants agree to the Plan Extension, the period beginning on Shareholder Approval and ending at the end of the 2027 financial year; and
- (C) in respect of any new participants joining the Plan on or after the Plan Extension, the period to be determined by the Remuneration Committee at the time the participant is invited to join the Plan.

Under the Plan, the Remuneration Committee (or, following consultation with the Remuneration Committee, the trustees of the Company's employee benefit trust) may grant any employee of the Company's group a right (a “Participation Right”) to receive a proportion of the Company's TSR above a threshold rate (the “Threshold Rate”). Participation Rights may be granted within 42 days of: (a) shareholders' approval of the amended Plan rules; (b) the Company's announcement of results for any period; (c) a determination by the Remuneration Committee that exceptional circumstances justify the grant of a Participation Right; or (d) where grants are prohibited during any of these three periods above by share dealing restrictions, these restrictions being lifted. The Threshold Rate is 10% compound annual growth in TSR for all employees currently participating in the Plan. The proportion to which the participant is entitled (the “Participant Percentage”) is set at the time the Participation Right is granted.

Under the Plan as originally drafted, Participation Rights could only be granted until the fifth anniversary of Shareholder Approval. To implement the Plan Extension, the Plan rules will be amended so that no Participation Rights may be granted after the eighth anniversary of Shareholder Approval.

The Remuneration Committee will set the dates by reference to which the value of the Participation Right will be measured for each year of the Performance Period. These dates will normally be the 30 days following the announcement of the Company's results for each financial year in the Performance Period (the “Measurement Period”). Following the end of each Measurement Period, the Participation Right will convert into an award over Shares (an “Award”) with a value on conversion calculated in accordance with the following steps:

1. Take the average market value of a Share over the Measurement Period plus the value of the dividends paid on that Share in respect of the last financial year (the “Year End Value”);
2. Deduct the higher of:
 - i. the 30-day average price of a Share prior to the date of Shareholder Approval (or such higher price as the Remuneration Committee may determine from time to time), compounded by the Threshold Rate (the “Threshold”); and
 - ii. the highest Year End Value from a previous Measurement Period which led to the Participation Right converting into an Award;
3. Multiply the result of step two by the Participant Percentage; and
4. Multiply the result of step three by the number of Shares in issue at the end of the relevant Measurement Period.

To deliver the Plan Extension, Awards may be granted under the Plan on or before 1 November 2027 (i.e. eight and a half years after Shareholder Approval) but not after that date.

The terms of the Participation Right will include a limit on the number of Shares in respect of which an Award may vest on a given vesting date (the “Annual Limit”). Where the vesting of an Award is restricted by the Annual Limit, the excess portion of the Award (the “Deferred Award”) will be rolled forward to vest on the next vesting date, again subject to the Annual Limit.

Vesting / conversion of Awards

Those individuals who received Participation Rights prior to the Company's 2022 AGM will need to provide written consent for their Participation Rights to be subject to the amended vesting schedule in the Plan rules. If this consent is not provided, the relevant participant's Participation Rights will continue and Awards will vest in accordance with the original vesting schedule under the Plan rules summarised at the time of Shareholder Approval. Participants who join the Plan and receive Participation Rights after the 2022 AGM will each be subject to an individual vesting schedule determined by the Company.

For those participants who received Participation Rights before the 2022 AGM and opt to be included in the Plan Extension, Awards under the Plan will normally vest in six tranches:

- (A) At the end of the third Measurement Period in the Performance Period, 50% of the unvested Awards accrued up to that point will normally vest, subject to the Annual Limit. However, if the Year End Value at the end of the third Measurement Period is less than the Threshold, the Awards will not vest but will not lapse;
- (B) At the end of the fourth Measurement Period in the Performance Period, 50% of the unvested Awards accrued up to that point will normally vest, subject to the Annual Limit. However, if the Year End Value at the end of the fourth Measurement Period is less than the Threshold, the Awards will not vest but will not lapse;
- (C) At the end of the fifth Measurement Period in the Performance Period, 50% of the unvested Awards accrued up to that point will normally vest, subject to the Annual Limit. However, if the Year End Value at the end of the fifth Measurement Period is less than the Threshold, the Awards will not vest but will not lapse;
- (D) At the end of the sixth Measurement Period in the Performance Period, 50% of the unvested Awards accrued up to that point will normally vest, subject to the Annual Limit. However, if the Year End Value at the end of the sixth Measurement Period is less than the Threshold, the Awards will not vest but will not lapse;
- (E) At the end of the seventh Measurement Period in the Performance Period, 50% of the unvested Awards accrued up to that point will normally vest, subject to the Annual Limit. However, if the Year End Value at the end of the seventh Measurement Period is less than the Threshold, the Awards will not vest but will not lapse;
- (F) At the end of the eighth Measurement Period in the Performance Period, the remainder of any unvested Awards will normally vest, subject to the Annual Limit ("Sixth Vesting Date"). However, if the Year End Value at the end of the eighth Measurement Period is less than the Threshold, any unvested Awards will lapse.

Deferred Awards will vest on the first vesting date on which the value of the Deferred Awards vesting (when added to the value of any other Awards vesting on that date) does not breach the Annual Limit. Where the vesting of Deferred Awards is restricted by the Annual Limit on the Sixth Vesting Date, Deferred Awards will vest on the first anniversary of the Sixth Vesting Date to the extent permitted to the Annual Limit. On the second anniversary of the Sixth Vesting Date, the Annual Limit will be disapplied and Deferred Awards (to the extent then outstanding) will vest in full.

The Remuneration Committee may determine that Awards are also subject to a post-vesting holding period, during which the participant cannot sell the underlying Shares. For Participation Rights granted before the 2022 AGM, additional holding periods will normally apply to Awards such that the underlying Shares may not be disposed of within five years of the grant of the related Participation Right and it is intended that similar holding periods will apply to Awards granted in respect of Participation Rights granted after the 2022 AGM.

Any vesting of an Award is subject to the Remuneration Committee's discretion to vary the level of vesting, where it considers that the formulaic vesting would not be a fair and accurate reflection of business performance, the participant's personal performance and such other factors as the Remuneration Committee may consider appropriate, which may include an assessment of the Company's environmental, social and governance (ESG) performance.

Plan limits

The total number of Shares over which Awards may be granted will be increased from 2.75% to 3.25% of the Company's issued ordinary share capital from time to time. This will allow the Plan, at the discretion of the Remuneration Committee, to be offered to a wider range of participants and to be used to attract and recruit top talent.

OCADO GROUP PLC ANNUAL GENERAL MEETING 2022

Information for the day

Venue, date and timings (for those attending in person)

Numis Securities Limited, 45 Gresham Street, London, EC2V 7BF on 4 May 2022.

9.30 am

Doors open, security clearance and registration begins.

10 am

Meeting commences.

Admission and security (for those attending in person)

Please plan to arrive before 9.45 am to allow enough time for registration and security clearance, bringing with you your attendance card.

Standard security measures will be in place to ensure your safety. Please note that bag searches will be in operation, and any items deemed inappropriate will be removed and stored until the end of the event. Please note that photo ID (such as a passport or a driving licence) may be required for entry to the building.

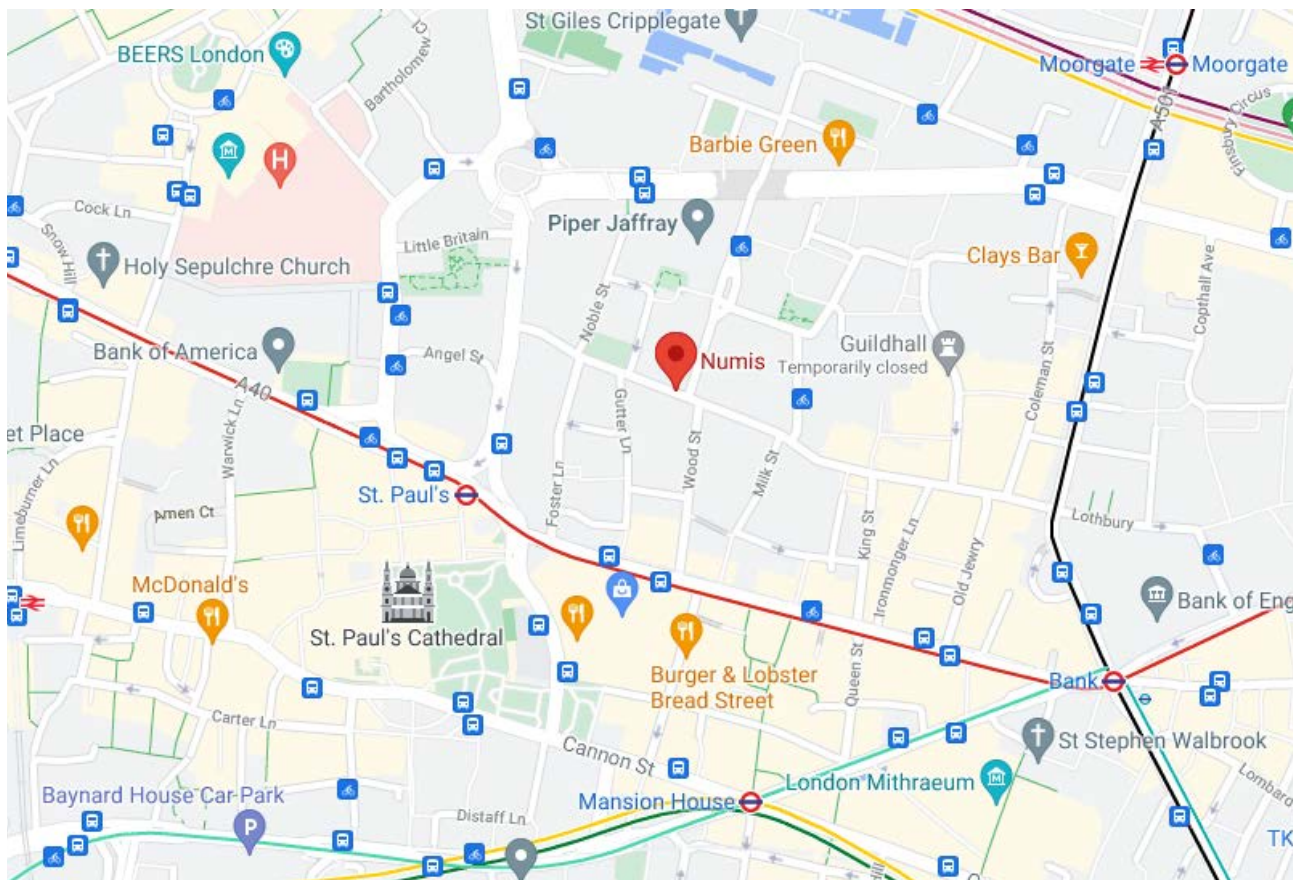
Flash photography will not be allowed at the meeting.

Transport (for those attending in person)

In line with our commitment to the environment, we recommend that those attending the AGM use public transport. The closest public transport links are shown below.

Covid-19

In light of public health guidance and legislation issued by the UK Government in relation to the Covid-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government and in order to protect the health and safety of the Company's shareholders and directors, the AGM will be held as a combined physical and electronic meeting. This means that shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Please do not attend in person if you have symptoms of or have tested positive for Covid-19. Shareholders will be able to attend the meeting via the online meeting platform.



Online meeting platform

The online meeting platform can be accessed online at <https://web.lumiagm.com/193-440-436>. This can be accessed online using the latest version of Chrome, Firefox, Edge, or Safari on your PC, laptop, tablet, or smartphone.

On accessing the online meeting platform you will be asked to enter your unique Investor Code ("IVC") and PIN which is the last four digits of your IVC. Access to the Lumi platform will be available an hour prior to the start of the meeting; however please note that your ability to vote will not be enabled until the Chair of the meeting formally opens the poll after the meeting has commenced at 10 am.

Your IVC can be found on your share certificate, or on www.ocadoshares.com under 'Manage your account' when logged in to the portal. You can also obtain this by contacting Link Group, our Registrar, by calling 0345 608 1476. Lines are open from 9 am to 5.30 pm, Monday to Friday. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate.

If you wish to appoint a proxy and for them to attend on your behalf via the online meeting platform, please contact Link Group on 0371 277 1020.

If your shares are held within a nominee and you wish to attend the electronic meeting via the online meeting platform, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Link Group, our Registrar, as soon as possible and no later than 72 hours before the start of the meeting in order that they can obtain for you from Link Group your unique IVC and PIN to enable you to attend the meeting via the online meeting platform. If you are in any doubt about your shareholding, please contact the Registrar.

Voting

After the resolutions have been proposed, voting options will appear on the screen. Press or click the option that corresponds with the way in which you wish to vote, "For", "Against" or "Withheld". Once you have selected your choice, you will see a message on your screen confirming that your vote has been received. If you make a mistake or wish to change your voting instruction, simply press or click the correct choice until the poll is closed on that resolution. If you wish to cancel your "live" vote, please press "Cancel".

Please note that an active internet connection is required in order to successfully cast your vote when the Chair of the meeting commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.

The Board encourages all shareholders to vote ahead of the meeting by submitting their Form of Proxy or Form of Instruction. For instructions on how to vote in advance of the meeting, please refer to the Chair's letter on pages 1 to 3 of this Notice and the notes on pages 10 to 12.

Process

Additional guidance about joining the meeting and the process of asking questions and voting is set out on page 26 of this Notice. The Chair of the meeting will also provide a further explanation about this process during the meeting.

2022 AGM ONLINE JOINING INSTRUCTIONS

This year we will be conducting a combined physical and electronic AGM giving you the opportunity to participate online, using your PC, laptop, tablet, or smartphone. An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting. If you choose to participate, you will be able to listen to a live webcast of the meeting, ask questions, and submit your votes, in real time.

To do this you will need to visit <https://web.lumiagm.com/193-440-436> using your PC, laptop, tablet, or smartphone. As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software.

Meeting ID: 193-440-436
To log in you must have your IVC and PIN

Your Login Code is your 11 digit Investor Code including any leading zeros, your pin is the last four digits of your Investor Code.

Your IVC can be found on your share certificate, or on www.ocadoshares.com under 'Manage your account' when logged in to the portal. You can also obtain this by contacting Link Group, our Registrar, by calling 0345 608 1476. Lines are open from 9 am to 5.30 pm, Monday to Friday. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate.

If you wish to appoint a proxy and for them to attend on your behalf via the online meeting platform, please contact Link Group on 0371 277 1020.

Access

Shareholders can participate in the meeting remotely, via <https://web.lumiagm.com/193-440-436>. This can be accessed online using the latest version of Chrome, Firefox, Edge, or Safari on your PC, laptop, tablet, or smartphone.

On accessing the meeting platform, you will be asked to enter your unique IVC and PIN.

Access to the Lumi platform will be available an hour prior to the start of the meeting.

Webcast

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.



Questions

Any shareholder or appointed proxy attending the Meeting is eligible to ask questions.

Messages can be submitted at any time during the Q&A session up until the Chair closes the session. To ask a question, select the messaging icon from within the navigation bar and type your question at the top of the screen.

To submit your question, click on the arrow icon to the right of the text box. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair. This is to avoid repetition and to ensure an orderly meeting.

Alternatively, you can call the phone number displayed on the screen and ask a question during the Q&A session when invited to do so.



Voting

Once the Chair has formally opened the meeting, they will explain the voting procedure. Once voting has opened, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button.

To vote on all resolutions displayed, select the "vote all" option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do this whilst the poll remains open and before the Chair announces its closure.



